1 2 3 4 5 UNITED STATES DISTRICT COURT 6 NORTHERN DISTRICT OF CALIFORNIA 7 SAN FRANCISCO DIVISION 8 Case No. 3:14-CV-01224-CRB 9 In re GERON CORPORATION SECURITIES 10 LITIGATION [PROPOSED] ORDER GRANTING LEAD COUNSEL'S REQUEST FOR 11 AN AWARD OF ATTORNEYS' FEES AND EXPENSES 12 This Document Relates To: Judge: Charles R. Breyer 13 **ALL ACTIONS** 14 15 16 WHEREAS: 17 On July 21 , 2017, the Court entered a Final Order and Judgment which A. 18 granted approval of the settlement of this Action as fair, reasonable, and adequate; 19 В. Lead Counsel for the Class has applied for an award of attorneys' fees in the 20 amount of \$1,519,421.22 plus accrued interest, reimbursement of expenses in the amount of 21 \$172,315.12 to be paid from the Settlement Fund, and a \$10,000 incentive award for Lead Plaintiff 22 to be paid from the Settlement Fund; and 23 **C**.. The capitalized terms in this Order shall have the same meaning as they have in the 24 Stipulation and Agreement of Settlement dated as of March 2, 2017. 25 NOW, THEREFORE, based on the submissions of the parties, the arguments of Lead 26 Counsel at the Final Fairness Hearing held on July 21, 2017, and the entire record in this Action, 27 IT IS HEREBY ORDERED, ADJUDGED, AND DECREED as follows: 28

1 1. Lead Counsel's Motion for an Award of Attorneys' Fees and Expenses is granted. 2 Lead Counsel is awarded attorneys' fees in the amount of 25% of the Settlement Fund, after 3 deduction of Litigation Expenses, or \$1,519,421.22 and awarded reimbursement of Litigation Expenses in the amount of \$172,315.12. Lead Plaintiff is granted an incentive award in the 4 amount of \$10,000. 5 2. The Court finds that the amount of attorneys' fees awarded is reasonable when 6 considered as a percentage of the Settlement Fund created for the benefit of the Class, and also 7 8 reasonable when measured against Lead Counsel's lodestar of \$2,038,773.75 and the 3,421.75 9 hours expended as set forth in the Declaration of Nadeem Faruqi in Support of Lead Plaintiff's 10 Motion for Final Approval of the Class Action Settlement and Lead Counsel's Motion for an 11 Award of Attorneys' Fees and Expenses, dated June 9, 2017 (the "Faruqi Declaration") and the 12 Faruqi Firm's Detailed Lodestar Report attached as Exhibit E thereto. 13 3. The Court finds that the expenses incurred by Lead Counsel in the amount of \$172,315.12, as set forth in the Faruqi Declaration and Exhibit F attached thereto, were 14 15 appropriately expended to benefit the Class and are reasonable. 4. 16 The amounts of attorneys' fees and expenses herein awarded shall be paid to Lead 17 Counsel from the Settlement Fund upon entry of this Order. 18 5. Lead Plaintiff shall be awarded \$10,000 as an incentive award for his service in 19 representation of the Class in this Action. 20 6. The amounts of the incentive award for Lead Plaintiff shall be paid to Lead Plaintiff 21 from the Settlement Fund upon entry of this Order. 22 IT IS SO ORDERED. 23 Dated: San Francisco, California 24 July 21 , 2017 25 26

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Honorable Charles R. Breyer United States District Court Judge

Northern District of California